

**BYLAWS OF THE COUNCIL ON UNDERGRADUATE RESEARCH
(A Nonprofit Corporation)**

ARTICLE I
NAME AND PURPOSE

Section 1. Name. The name of this corporation is The Council on Undergraduate Research (“CUR”). The principal office of CUR is located in the state of Maryland, or at such other place as may hereinafter be determined by the Board of Directors of the CUR (the “Board”).

Section 2. Purpose. The mission of The Council on Undergraduate Research is to support and promote high-quality mentored undergraduate research, scholarship, and creative inquiry in all fields of academic study and in all types of institutions of higher learning. It shall operate as a non-profit educational association.

Section 3. Structure. To support its goals CUR may from time to time promote and carry out studies and projects consistent with its purposes, may commission others to carry out studies in its name, and may, on request, make the results of such studies and projects known to appropriate representatives of state and federal agencies, non-profit research organizations, and other non-profit agencies or foundations. To this and other ends, CUR may apply for, administer and use grants and funds from state and federal granting agencies and non-profit private foundations. Property may be acquired, held, and disposed of by CUR in any lawful manner consistent with the prohibition against acquisition and disposition of property by organizations as defined in Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or may be amended.

ARTICLE II
MEMBERSHIP AND GOVERNANCE

Section 1. Membership Structures.

- 1) Membership in CUR is available to individuals and institutions with an interest in supporting and promoting high-quality undergraduate student-mentor collaborative research and scholarship in all fields of academic study and in all types of institutions of higher learning.
 - a) Membership is in good standing for the fiscal year, upon payment of the annual dues set for the category of membership.
 - b) Members will vote annually in divisional elections, for the division elected position of the Council, and for representation on the Nominating and Leadership Development Committee.
- 2) Divisions.
 - a) CUR’s individual members are organized into divisions. Divisions connect members and provide essential knowledge, activity, and community.
 - b) A division must have 60 members in good standing to remain active.
 - c) Divisions with fewer than 60 members at the last day of the membership year will be considered a Probationary Division.
 - i. Probationary divisions have three years to reach a total membership of at least 60. If after three years a probationary division does not meet these targets on the last day of the membership year it will transition to a special interest group and relinquish its seats on the council immediately. The dissolution of a probationary division is made without a vote.
 - ii. Members of a dissolved division will be transitioned to the special interest group and will be asked to select a division to be associated with.
 - d) New Divisions would 1st be proposed to the Council for consideration. A two-thirds vote of the Council would move the proposal to the Board for final approval.

- e) Divisional Engagement is led by an elected body of 24 Divisional Representatives creating a Division Council.
 - i) A Division Chair shall preside over the regular meetings of the Divisional Representatives, names and appoints divisional committees and coordinates projects with the National Office.
 - ii) Division Representatives must be members in good standing throughout their term. Should a Representative choose to not renew their membership they will abdicate their position. Their replacement will be selected by Division leadership and serve for the remaining term.
 - iii) A quorum in each Division is two-thirds of its Representatives.
 - iv) Division Representatives are elected by and from the members of the Division and serve three-year terms.
 - v) Divisional Leadership is elected by and from the Representatives of that Division and serve three-year terms. Leadership includes a Chair, Vice-Chair, and Secretary.
 - vi) In the final year of a Leader's term, the Division Representatives shall elect a successor to office for the subsequent year.
 - f) Division Council Operations
 - i) The Divisional Chair shall preside at the meetings of the Divisional Council, appoint its committees, coordinate its projects, and act as the liaison with the National Office and Council Representatives.
 - ii) The Divisional Secretary shall maintain the records of the Divisional Council and perform such other duties as may from time to time be delegated or necessary.
 - iii) The Chair of each Division shall appoint a Nominations Committee of Representatives for nomination of candidates for Councilors, Representatives, and Divisional officers. All elected Divisional officers and those representatives and councilors standing for election shall be excluded from the Nominations Committee.
 - iv) The policies and projects of each Division shall be decided by its Representatives to be consistent with the policies and strategies set forth by the Board of Directors.
 - v) Each Division shall establish such committees as it deems necessary for the proper functioning of that body.
 - vi) Each Division is accountable to the Board of Directors, who will provide guidance and oversight.
 - g) Each Division will have a Nomination and Leadership Development Committee.
 - (1) In the event that any Divisional officer is unable to complete a term of office, the Division's Nomination and Leadership Development Committee nominate candidates to serve the remainder of the term, and an election shall be conducted by ballot of the Representatives of the division.
- 3) Annual Membership Meeting
- a) Notice of meetings: Electronic notice of each meeting shall be given to each member, not less than three weeks prior to the meeting and not more than 60 days prior to the meeting. The notice shall contain the date, time, and place of the meeting.
 - b) Quorum: A quorum for a meeting of members is one percent (1%) of the members entitled to vote at the meeting.
 - c) Voting: All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place.

Section 2. Governance.

A. Council

- a. The primary focus of this multidisciplinary body is to provide advisory input to the Board of Directors, so they have a broader perspective when making resource investment decisions. Additionally, the Council serves in a communication capacity, surfacing key items arising from the Divisions requiring the attention of governance and serving as one means of information and resource dissemination from the central organization to the Divisions and members. Finally, Council provides recommendations to the Board on Division creation, merging, and sunseting.

- b. Council composition includes:
 - Council Chair (ex-officio) – aligned with term as CUR President Elect
 - Council Member/CUR Treasurer (ex-officio) – aligned with term as CUR Treasurer
 - Executive Officer (Non-voting ex-officio) – aligned with their position as Executive Officer
 - Each Division shall have two Councilors elected by members of their Division.
 - There is a maximum of two (synchronous or asynchronous) terms of service on the Council.
 - The Councilors serving in a three-year term will have their year of election staggered such that approximately one-third of the Council turns over each year.
- c. Councilor Election Process
 - i. The Nominations and Leadership Committees for each division will call for and vet candidates to run for Councilor.
 - ii. Once candidates are selected, members of the Division vote to elect their Council representatives.
 - iii. Councilors cannot serve as Division Representatives during their council term, they will serve as ex-officio members of the Division Leadership during their terms.
- d. The Council will be convened by the Council Chair no less than once a year.
- e. All members of the Council must be members in good standing throughout their term. Should a Councilor choose to not renew their membership they will abdicate their position. Their position on Council will be filled for the remaining term by their home Division, selected by Division leadership.
- f. Outside of ex-officio positions designated on the Council, leaders cannot serve on the Board and the Council at the same time.
- g. If someone on the Council chooses to run for the Board during their term of Council service where there would be overlap during the two terms, they will abdicate their Council position to serve on the Board. Their position on Council will be filled for the remaining term by their home Division, selected by Division leadership.
- h. A member serving on the Board may not be appointed to Council at the same time except in an officer ex-officio capacity as specified elsewhere. A Board member may be appointed to Council after their Board service is complete as per the guidelines established for Council terms and service.
- i. Quorum is 2/3 of the Council.
- j. All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place or via ballot.

ARTICLE III
BOARD OF DIRECTORS

Responsibility for the overall CUR enterprise, including mission and strategy, will be the responsibility of the Board of Directors. This will include approving resolutions and statements affecting the Association and amendments to the Bylaws. The Board of Directors serve as the organization’s operating authority.

Section 1. Board role, size, compensation and qualification: The Board of Directors is responsible for overall policy and direction of the association, and delegates responsibility of day-to-day operations to the staff. The Board shall consist of thirteen (13) voting members: Treasurer, President-Elect, President, Immediate Past-President), and nine (9) Elected Directors. The Executive Officer shall serve on the Board in a non-voting, ex-officio capacity. Notwithstanding the above, the number of Directors shall never be less than the minimum required by the applicable provisions of the Minnesota State Law. Directors shall be natural persons, and a majority of the Directors shall be adults.

Section 2. Election and Terms: The Elected Directors will be elected by the Board of Directors from a slate presented to the Board by the Nominations and Leadership Development Committee (NLDC). The NLDC will release a call for nominations for Elected Director openings each year, based on the needs assessment conducted by the Board. NLDC will review pool and determine who will be invited for a full application and interview. The slate is announced to the membership. The membership shall receive up to 30 days to nominate an additional candidate for Elected Director to be added to the final slate by petition with 3% of the membership signing their support. The final slate will then be presented to the Board of Directors for a vote. Each Elected Director shall serve for a term of three (3) years up to two terms.

Section 3. Quorum; Voting. A quorum for the transaction of business at every meeting of the Board shall consist of at least fifty percent (50%) of all the Directors. The majority vote of those Directors present at a meeting at which a quorum is present shall be sufficient to pass any measure or resolution of the Board. In the absence of a quorum, a majority of the Directors present at a meeting may adjourn such meeting without further notice. The Directors present at a meeting that has been duly called and convened may continue to transact business until adjournment, notwithstanding the withdrawal of enough Directors to leave less than a quorum.

Section 4. Action Without Meeting. Upon initiative of the President or Executive Committee, an action that may be taken at a regular or special meeting may be taken without a meeting by written action signed, or consented to by authenticated electronic communication, by all of the directors. The written action must set forth each proposed action to be taken. Action without a meeting may also be approved by written consent if the number of directors signing such consent equals or exceeds the number of votes that would be required to approve the action at a meeting, provided it is not an action requiring approval of members with voting rights.

Section 5. Vacancies. When a vacancy on the board exists with less than a year remaining in the term the seat will remain vacant and will be replaced in the next election cycle. For terms with more than 366 days remaining, the position will be open for replacement in the next nominations cycle.

Section 6. Resignation, termination, and absences: Resignation from the Board must be in writing and received by the President. A Board member may be terminated from the Board by the Executive Committee due to excess absences, more than two unexcused from Board meetings in a year, or lack of completion of Board assigned responsibilities. A Board member may be removed for other reasons by majority vote of the Board.

Section 7. Regular Meetings. Regular meetings of the Board shall be held at such intervals as may be determined appropriate by the President, but not less frequently than at six (6) month intervals, at a time and place to be determined by the President. Failure to hold regular meetings shall not invalidate CUR's existence or affect any otherwise valid corporate acts.

(1) All regular meetings of the Board shall be called by the President, or if the President is absent or is unable or refuses to act, by any three (3) Directors.

Section 8. Special Meetings. (1) Special meetings of the Board may be called by: (a) the President; or (b) any four (4) Directors. A notice shall be given to each Director of the time, place and purpose of each special meeting at least forty-eight (48) hours prior to the convening of such a meeting by personal delivery, telephone, e-mail or other form of written communication.

Section 9. Remote communication for meetings: Any meeting of directors may be conducted solely by one or more means of remote communication through which all directors may participate in the meeting, if sufficient notice of the meeting is given and if the number participating is sufficient to constitute a quorum. Remote communication includes but is not limited to telephone, video, or such other means by which persons may communicate with each other on a substantially simultaneous basis. Similarly, a Director may participate in a Board meeting by means of remote communication through which that director, other directors so participating, and all directors physically

present at the meeting may participate with each other during the meeting. Participation in a meeting by any of the above-mentioned means constitutes presence at the meeting.

Section 12. Conduct at Meetings. At every meeting of the Board, the President, or in the absence of the President, President Elect, shall preside over the meeting.

Section 13. Compensation. A Director may not receive any compensation for their services as a Director; provided, however, upon approval by the Board, reimbursement for reasonable expenses for attendance at any meeting of the Board, or any committee thereof, shall be allowed. A Director who serves CUR in any other capacity may receive compensation for such other services, pursuant to a resolution of the Board.

ARTICLE IV OFFICERS

Section 1. Executive Committee. The Executive Committee shall consist of the Officers of CUR. The Executive Committee shall have full authority to manage and control the business and affairs of CUR between meetings of the Board and shall have the authority and power to act for and on behalf of the Board in all matters, subject only to the limitations contained in applicable Minnesota law and at all times subject to the direction and control of the Board. Meetings of the Executive Committee shall be held at such intervals as may be determined appropriate by the President or by the Executive Committee.

Section 2. Number, Title and Qualification. The Officers of CUR shall be a President, President Elect, Immediate Past President, Treasurer and the Executive Officer non-voting ex-officio. Officers shall be natural persons.

Section 3. Election; Term of Office. Each year, a Treasurer will be elected by the Board of Directors as a new Officer of CUR. A previous Board Director is eligible to enter the Presidential line, even if they have fulfilled two terms of Board Director service. They will then serve through a stepped rotation of: Treasurer, President-Elect, President, and Immediate Past President. The Nominations and Leadership Development Committee (NLDC) will release a call for nominations for the Treasurer position each year. NLDC will review pool and determine who will be invited for a full application and interview. The slate is announced to the membership. The membership shall receive up to 30 days to nominate an additional candidate to be added to the final slate by petition with 3% of the membership signing their support. The final slate will then be presented to the Board of Directors for a vote. Once an Officer has fulfilled their four-year term of service, their service at the Board level is complete and they cannot serve as an Officer or Board Director again.

Section 4. Removal and Resignation. Any Officer may be removed, with or without cause, by a majority of the Directors at any regular or special meetings of the Board. Any Officer may resign at any time by providing written notice to the Board and any such resignation shall take effect on the date of the receipt of such notice, or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. Vacancies. If any Officer position becomes vacant the Board shall select a successor who shall hold such office for the unexpired term. In this instance a former Board of Directors member may return to serve beyond the two-term requirement.

Section 6. President. The President shall: (1) have general active management of the business of the corporation; (2) maintain records of and, when necessary, certify proceedings of the board and the members; (3) when present, preside at meetings of the Board, Executive Committee, and of the members; (4) serve as the primary voice of CUR to both the membership and those outside CUR; (5) serve as the Chair of the Board of Directors and as a non-voting, ex-officio member of the NDLC; (6) serve as the primary contact to the Executive Officer; (7) ensures the Board has approved processes and policies to help ensure sound and compliant governance and management of

CUR; (8) partner with the Executive Officer to lead the implementation of the strategic plan; (9) assesses the performance of the Board and its committees; and (10) see that orders and resolutions of the board are carried into effect. The President may appoint ad hoc committees, task forces, or work groups that function during that President's term of office and report directly to the President.

Section 7. Treasurer. The Treasurer shall serve as financial steward of CUR, working closely with the National Officer staff to ensure transparency, accountability, and sustainability of the organizational finances, while serving as the primary conduit of communication between the Board and the Finance Committee ensuring the fiscal sustainability of CUR. The Treasurer shall be Chair of the Finance Committee and a Member of Council. The Treasurer shall ensure accurate financial records are kept for CUR, upon request, provide the President and the Board an account of transactions and of the financial condition of CUR, and perform other duties prescribed by the Board and the President.

Section 8. President- Elect. The President-Elect shall serve as acting President in the absence of the President and shall serve as the Chair of Council.

Section 9. Immediate Past- President. The Immediate Past-President shall serve as acting President in the absence of both the President and President-Elect and shall be chair of the Nominating & Leadership Development Committee. The Immediate Past President shall serve as the chair of a Strategic Planning Task Group, shall serve as the primary contact with Division Chairs about Board business, and shall assume other duties or responsibilities as may be assigned by the President.

Section 10. Executive Officer. The Executive Officer shall serve as the principal administrator of CUR, as directed by the Board of Directors. The Executive Officer shall be appointed by the Board of Directors to a three-year renewable term. Consideration for renewal will be completed no later than three months prior to the end of an appointment. Reappointment for subsequent terms of up to three years can be made. The Executive Officer is hired by the Board of Directors. The Executive Officer has day-to-day responsibilities for CUR, including carrying out CUR's goals and policies. The Executive Officer will attend all Board meetings, report on the progress of CUR, answer questions of the Board members and carry out the duties described in the job description. The Executive Officer will have the power to employ and discharge persons.

ARTICLE V COMMITTEES

Section 1. The Nominations and Leadership Development Committee is a year-round committee who is responsible for working with CUR leadership and staff to assess the qualities, skills, and diversity needed in board leadership in each election cycle; Solicit and identify top-tier candidates for Board level positions; Engage in a fair and transparent process of vetting those candidates to put forward a qualified and strong slate; Oversee the process of leader selection/election; and as needed, be available for input into the orientation and onboarding of each cycle of board leadership.

(1) Terms and Selection. The Immediate Past President of the Board will serve as the Chair of the Nominations and Leadership Development Committee. The CUR President (non-voting, ex-officio) will participate in key steps in the process in an observational capacity to better understand the work of the committee before taking over as its Chair. Additional positions will include three members from Council and six members from Divisions. The Committee members representing Council will have staggered, two-year terms. In each cycle, Council will select a Councilor(s) who are finishing their first year of service, so they have two years of service remaining. They will do so through a simple process of inquiring for interest, asking those who are interested to share a short statement of why they are interested, and then a simple majority vote of Council. The Committee members representing Divisions will serve staggered, two-year terms. There will be a rotating schedule of Division representation, so it is known in advance which Divisions need to select members.

The election process for a Division to choose the Committee member will echo the timeline, call for nominations, and election for organization as a whole. In the event where a NLDC member needs to step down, the remainder of their term will be appointed by: A simple vote of Council if it is an empty Council slot or selection by Divisional leadership aligned with the departing committee member's affiliation.

Section 2 - Finance Committee. The Treasurer is the chair of the Finance Committee, which includes three other Board members. The Finance Committee is responsible for developing and reviewing fiscal procedures and the annual budget with staff. The Board must approve the budget annually.

Section 3- Ad Hoc Committees, Task Forces, Work Groups. At the organizational level, ad hoc committees, task forces, or work groups can be charged for a time period set by the President or Board of Directors. The work will need to be re-charged on an annual basis based on review by the Executive Committee. Make-up of these groups will be determined at the time of charge and be based on goals and needs. Service to these groups will be open to all and depending on the goals of the group are not required to have a representative from every Division. Group make-up requirements will be established by the President when they are charged.

Section 4. Committee Procedure. The President shall have the power to prescribe the manner in which proceedings of each committee shall be held. Unless the President shall otherwise provide, the actions of each committee shall be governed by the following rules of procedure. The majority of the members of a committee shall constitute a quorum for the transaction of business and the vote of a majority of those present at a meeting at which a quorum is present shall be sufficient to pass any measure or resolution of the committee.

Section 5. Subcommittees. Unless otherwise provided in the articles, the bylaws, or the resolution of the Board establishing the committee, a committee may create one or more subcommittees and may delegate to a subcommittee any or all of the authority of the committee. In this chapter, unless the language or context clearly indicates that a different meaning is intended, any reference to a committee is deemed to include a subcommittee, and any reference to a committee member is deemed to include a subcommittee member.

ARTICLE VI AMENDMENTS

These Bylaws may be amended or repealed, or new Bylaws may be made and adopted, by a majority vote of the Board of Directors at any annual, regular or special meetings of the Board at which a quorum (as defined in Article III hereof) is present, or by the unanimous written consent of all the Directors.

These Bylaws were approved and adopted by the Board of Directors as of May 6, 2023.